

E-FILED ON AUGUST 21, 2007

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Attorneys for Debtors

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

**USA CAPITAL FIRST TRUST DEED
 FUND, LLC'S REPLY IN SUPPORT
 OF ITS MOTION TO CLOSE CASE
 AND REQUEST FOR FINAL
 DECREE**

In re:
 USA SECURITIES, LLC,
 Debtor.

**(Affects USA Capital First Trust Deed
 Fund, LLC)**

Affects:

- ☐ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☒ USA Capital First Trust Deed Fund, LLC

**Date: August 23, 2007
 Time: 9:30 a.m.**

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 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
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1 USA Capital First Trust Deed Fund, LLC (“FTDF”), by and through its counsel hereby
 2 files this Reply to the “Response” of the Official Committee of Equity Security Holders of USA
 3 Capital First Trust Deed Fund, LLC (“FTDF Committee”) to FTDF’s Motion to Close Case and
 4 Request for Final Decree (“Motion to Close”).¹ In support hereof FTDF states as follows.

5 **I. DISCUSSION**

6 **A. FTDF’s Final Report**

7 1. On July 16, 2007, FTDF filed its Final Report of Action Taken and Progress
 8 Towards Consummation of Confirmed Plan of Reorganization (“Final Report”) (Docket No.
 9 4178).

10 2. The Final Report states that FTDF will disclose the final return of capital to the
 11 FTDF Fund Members in a “Supplemental Report.”

12 3. FTDF represented in its Final Report that there were two matters pending before
 13 this Court: the FTDF Professionals’ Final Fee Applications and the “conditional” Compass
 14 Proceeding. FTDF also stated, in relevant part, that although the District Court had approved a
 15 stipulation dismissing FTDF from the DACA Appeal, the Order approving this stipulation had not
 16 been entered as of the date of the filing of the Final Report. All of these matters have now been
 17 resolved.

- 18 a. The Court held a hearing on the Final Fee Applications on August 7, 2007, at
 19 which time the Court approved the fees and expenses requested therein and ordered
 20 FTDF to make distributions to the FTDF Professionals from the Ordered Expense
 21 Reserve.
- 22 b. On August 15, 2007, Compass filed a Notice of Dismissal thereby dismissing
 23 FTDF from the Compass Proceeding without prejudice. A copy of this Notice of
 24 Dismissal is attached hereto as Exhibit A.

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 26
 27
 28 ¹ Unless otherwise stated, all capitalized words and terms used herein are defined in the Motion to Close
 and/or in the Final Report which was incorporated by reference in the Motion to Close.

c. On July 24, 2007, the District Court entered an Order formally dismissing FTDF from the DACA Appeal and, therefore, the Confirmation Order is now final with respect to FTDF.

B. FTDF's Motion to Close and the FTDF's Committees Response

4. On July 27, 2007, FTDF filed its Motion to Close, which was prepared and filed after input from the FTDF Committee. That same day, the FTDF Committee filed its Motion to Dismiss the Compass Proceeding as to FTDF (the "Motion to Dismiss").

5. Despite the fact that the FTDF Committee had input on the Motion to Close prior to its filing, on August 14, 2007, the FTDF Committee filed its Response to the Motion to Close (the "FTDF Committee Response").

6. The FTDF Committee Response does not object to the Motion to Close but makes two requests of the Court.

7. First, the FTDF Committee Response, which was filed one day prior to Compass's filing of the Notice of Dismissal in the Compass Proceeding, requests that, in the event that the Court either declines to grant the Motion to Dismiss or Compass appeals any Order granting the Motion to Dismiss, the Court adjourn the Motion to Close until a later date.

8. This issue was addressed in the Motion to Close. FTDF expressly stated, in part based on the insistence of the FTDF Committee, that "subject to dismissal of FTDF from the Compass Proceeding, the FTDF Estate has been 'fully administered.'" Motion to Close at 5; *see id.* at 6 (same). FTDF also stated that the FTDF Committee was filing its Motion to Dismiss the Compass Proceeding concurrently with the Motion to Close and that it was anticipated that the Motion to Dismiss would be scheduled to be heard either prior to or in conjunction with the Motion to Close. *See* Motion to Close at 8. The Motion to Close, therefore, was clear that if the Compass Proceeding as related to FTDF was not dismissed prior to the August 23, 2007 hearing date on the Motion to Close, an adjournment might be requested.

9. Regardless, in light of Compass's Notice of Dismissal, the concerns expressed by FTDF in its Motion to Close, which are reiterated in the FTDF Committee Response, are no longer relevant. Thus, FTDF asks that its Motion to Close be granted, with any Order being

1 effective on final Orders being obtained on newly discovered misfiled claims, as discussed below.

2 10. The FTDF Committee's second request relates to certain misfiled claims that were
3 newly discovered by the USACM Liquidating Trust (the "USACM Trust") after the filing of the
4 Motion to Close. Since the filing of the Motion to Close, and with the agreement of FTDF, the
5 FTDF Committee filed several claim objections jointly with the USACM Trust related to these
6 misfiled claims ("Claim Objections"). In the Claim Objections, the USACM Trust objects to
7 claims originally filed by FTDF Fund Members against USACM, but which the FTDF Committee,
8 on behalf of FTDF, and the USACM Trust assert should be reclassified as timely filed proofs of
9 claim against FTDF. In turn, the FTDF Committee, on behalf of FTDF, asserts that these proofs
10 of claim should then be reclassified as proofs of interest and disallowed to the extent such interests
11 exceed the amounts listed on FTDF's books and records as of the Petition Date. These proofs of
12 interest have already been allowed in accordance with FTDF's books and records as of the Petition
13 Date, and the FTDF Fund Members who filed them have received distributions under the Plan.
14 Thus, the substantive rights of these FTDF Fund Members have already been recognized, leaving
15 these Claims Objections to deal with the mere formalities of conforming the claims filed to the
16 actual rights and interests of the FTDF Fund Members.

17 11. The Claim Objections were originally scheduled to be heard on October 15, 2007,
18 which, at the time the FTDF Committee Response was filed, was the first hearing date available
19 after August 23, 2007. The Court has since set an additional omnibus hearing date for September
20 28, 2007, and the FTDF Committee and USACM Trust have rescheduled the Claim Objections for
21 that date.

22 12. The FTDF Committee Response requests that the Court either set a hearing to
23 resolve the Claim Objections before a duty judge as soon as possible after September 8, 2007 (the
24 30th day after service of the Claim Objections), or close the FTDF estate while retaining
25 jurisdiction solely to resolve the Claim Objections.

26 13. FTDF requests instead that the Court consider and grant the Motion to Close at the
27 August 23rd hearing but make the Order granting the Motion to Close effective on the date that
28 the last of the Orders resolving the Claim Objections becomes final. This course of action will

1 allow the Court to resolve the Claim Objections without having to reconsider the Motion to Close
2 at a later date and without having to reopen the FTDF case, either of which would result in
3 additional expense to the FTDF Estate. The final order on the claims that are the subject of the
4 Claim Objections could affect the final distribution to FTDF Fund Members if the claims are not
5 disallowed, but the resolution of the Claim Objections will not have a practical effect on the
6 administration of the FTDF Estate.

7 14. FTDF reserves the right to seek additional relief as appropriate in the event that the
8 Claim Objections are not resolved at the September 28th hearing.

9 **C. FTDF's Supplement to the Final Report**

10 15. In its Final Report, FTDF stated that it would file a Supplemental Report,
11 supplementing the Final Report with information related to the limited matters still pending when
12 the Final Report was filed and to report on the Final Distribution to FTDF Fund Members. When
13 the Final Report was filed, FTDF thought it was likely that a Final Distribution would be made to
14 the FTDF Fund Members by the end of August, 2007. The Claim Objections, however, were not
15 anticipated and FTDF is unable to make a Final Distribution or calculate the final return of capital
16 to the FTDF Fund Members until the additional administrative tasks that will be associated with
17 prosecuting the Claim Objections are concluded.

18 16. FTDF, therefore, will file its Supplemental Report within two days of entry of the
19 last Order resolving the Claim Objections at which time it will provide the Court with the final
20 return of capital to the FTDF Fund Members prior to actually making the Final Distribution to the
21 FTDF Fund Members.

22 ///

24 ///

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28 ///

1 **IV. CONCLUSION**

2 For the reasons stated herein and in and in the Motion to Close, FTDF respectfully requests
 3 that the Court grant the Motion to Close and enter a Final Decree in its case, designated as Case
 4 No. 06-10728, as appropriate. FTDF also requests that the Court make any Order granting the
 5 Motion to Close effective as of the date that the last Order resolving the Claim Objections
 6 becomes final. FTDF also requests that the Court grant such other and further relief as is just and
 7 proper.

8 Respectfully submitted this 21st day of August, 2007.

9
 10 /s/ Jeanette E. McPherson

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 12 Jeanette E. McPherson, Nevada Bar No. 5423
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 20 36 South State Street, Suite 1400
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 24
 25
 26
 27
 28
 941261v3

Exhibit A

E-Filed on August 15, 2007

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 Facsimile No.: (702) 650-2995
 E-Mail: peter.bernhard@bullivant.com

Counsel for Plaintiffs

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND,
 LLC,
 Debtor.

Adversary No. 07--01105-LBR

In re:
 USA SECURITIES, LLC,
 Debtor.

**NOTICE OF DISMISSAL OF
 DEFENDANT USA CAPITAL FIRST
 TRUST DEED FUND, LLC FROM
 COMPLAINT FOR CONDITIONAL
 REVOCATION OF CONFIRMATION
 ORDER UNDER 11 U.S.C. § 1144 AND
 RESCISSION OF ASSET PURCHASE
 AGREEMENT**

COMPASS PARTNERS LLC,
 COMPASS FINANCIAL PARTNERS LLC, a Nevada
 limited liability company and COMPASS
 FINANCIAL PARTNERS LLC, a Delaware limited
 liability company,

Plaintiffs,

v.

USA COMMERCIAL MORTGAGE COMPANY,
 USA CAPITAL REALTY ADVISORS, LLC, USA
 CAPITAL DIVERSIFIED TRUST DEED FUND,
 LLC, USA CAPITAL FIRST TRUST DEED
 FUND, LLC, USA SECURITIES, LLC, 2001
 MICHAEL T. MCGRATH REVOCABLE
 TRUST, MICHAEL T. MCGRATH

Affects:

- ☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed
 Fund, LLC
☐ USA First Trust Deed Fund, LLC

1 TRUSTEE, A. L.NEIL ASSOCIATES, NEIL
2 TOBIAS, A-1 CASTERS & EQUIPRENO
3 LLC, ANNE E. ABRAMS, ABRAMS LIVING
4 TRUST DATED 10/23/96 C/O ANNE E.
5 ABRAMS TRUSTEE, PAOLA ACCUSANI,
6 ACTION SPORT ALLIANCE USA INC.,
7 ARTHUR ADAMS, GLORIA ADAMS,
8 LEONARD ADAMS, DENISE ADAMS,
9 RICHARD ADAMS, JANET ADAMS,
10 KENNETH ADDESS, VICTORIA ADDESS,
11 AIG LIMITED, A NEVADA LIMITED
12 PARTNERSHIP, ADIB AL-AWAR, ELLEN
13 AL-AWAR, AL-AWAR LIVING TRUST
14 DATED 04/05/01 C/O ADIB M. AL-AWAR &
15 ELLEN A. AL-AWAR TRUSTEES, DAVID
16 ALBIOL, MARCIA ALBIOL, HENRY
17 ALBIOL, FLORENCE ALEXANDER,
18 STANLEY ALEXANDER, ALLEN M.
19 NIRENSTEIN & DOROTHY H.
20 NIRENSTEIN 1992 REVOCABLE TRUST,
21 ALLEN M. & DOROTHY H. NIRENSTEIN
22 TRUSTEES, ROBERT & DONNA
23 ALLGEIER, KAREN R. ALLISON, FRED
24 ALTENBURG, ARNOLD ALVES, AGNES
25 ALVES, ALVES FAMILY TRUST 10/27/89
26 C/O ARNOLD ALVES & AGNES ALVES,
27 TRUSTEES, AUGUST AMARAL, AUGUST
28 J. AMARAL, ROBERT P. ANDERSON,
LOWELL ANDREWS, LARRY APIGIAN,
LEONA APIGIAN, SUZANNE ARBOGAST,
ARLINE L. CRONK & EDWARD H. DAVIES
LIVING TRUST DATED 6/27/03 C/O
ARLINE L. CRONK & EDWARD H. DAVIES
TRUSTEES, ROBERT ASSELIN, MARY
ASSELIN, MICHAEL AU, AUDREY M.
WHIGHTSIL REVOCABLE LIVING TRUST
C/O AUDREY M. WHIGHTSIL TRUSTEES,
LUI AVANZINO, AUDREY AVANZINO,
GEORGE AVERETT, CLAIRE AVERETT, C.
DONALD AYERS, BABS INC. TRUST C/O
AIMEE KEARNS TRUSTEE, BABS TRUST
C/O AIMEE KEARNS TRUSTEE, PETER
BACKES, PAUL BACKES, LORETTA
BACKES, DANIEL BARCIA, JED BARISH,
SIMMTX INC., DON BARNES, MIRIAM
BARNES, JAMES BARNES, CLARK
BARTKOWSK, JEAN BARTKOWSKI,
RICHARD D. BARZAN, LELIA J. BARZAN,

1 ALTA BATES, ARLENE BEADLE,
2 WEBSTER BEADLE, SUSANNE BEADLE,
3 JACK BEAULIEU, RUBY BELL, HARRIET
4 BENDER, ROBERT BENDER, PAULA
5 BENDER, BERNARD D. BENZ,
6 MARGARET BENZ, ROBERT BERRY,
7 JEANNETTE BERRY, BILLY D. DENNY
8 AND DONNA R. DENNY 2000
9 REVOCABLE LIVING TRUST C/O BILLY
10 D. DENNY AND DONNA R. DENNY
11 TRUSTEES, ALBERT BLUMENTHAL,
12 CHARLES BOGGS, WILLIAM BOLDING,
13 CAROLYN BOLDING, GARY BONNEMA,
14 KATHLEEN BORKOSKI, JOHN BORKOSKI,
15 CHARLES BOROM, LANNA BOROM,
16 RICHARD BOWMAN, BOYCE 1989 TRUST
17 DATED 6/12/89 C/O KATHLEEN A. BOYCE,
18 KATHLEEN BOYCE, MICHAEL S.
19 BRAIDA, RAYMOND BRANT, ANN
20 BRANT, GLEN BRECHT, JANINE BRECHT,
21 MARSHALL BRECHT, JANET BRECHT,
22 MICHAEL BRIDGES, MICHAEL R. BRINES,
23 CINDY G. BRINES, PENNY BROCK,
24 ROBERT BROOKS, CANDITH BROOKS,
25 DONNA BROOKS, LEE BRYANT,
26 PATRICIA BRYANT, ROBERT BRYAN,
27 ANN BRYAN, WILLIAM BUCK, ELENOR
28 BUCK, NEIL BUCKWALD, BURGARELLO
ALARM INC. PROFIT SHARING PLAN,
RONALD A. JOHNSON TRUSTEE,
DONALD BURGER, PEGGY BURGER, DR.
JOSELITO TAN BURGOS, LAWRENCE A.
BUSH, MARY L. BUSH, RICHARD
CADIEUX, CLARA CADIEUX, VALERIE
CALLAHAN, CHARLES R. MARADEN,
DENNIS G. CAMPTON, JOHN R.
CANGELOSI, MARGARET M. CANGELOSI,
BRANDON A. CANGELOSI, DONNA
CANGELOSI, KAY M. CANTRELL, PETER
W. CAPONE, DEIDRE D. CAPONE, CAROL
MORTENSEN FAMILY TRUST DATED
9/9/90 C/O CAROL MORTENSEN TRUSTEE,
MICHAEL CARPENTER, ANNE
CARPENTER, DON CARRIER, SARA
CARRIER, RONALD CARTER, LESLIE
CARTER, JOSEPHINE CASEBOLT,
CASEBOLT REVOCABLE TRUST,
JOSEPHINE CASEBOLT TRUSTEE, TITO

1 CASTILLO, JAIRO CASTILLO, MAURICE
2 CAUSHOIS, JACQUELINE CAUCHOIS,
3 RICHARD CHAMBERS, LEONA
4 CHAPMAN, EUNICE CHAPMAN, NELSON
5 CHARDOUL, VIRGINIA CHARDOUL,
6 CHARLES B. DUNN IV TRUST DATED
7 8/12/05 C/O CHARLES B. DUNN IV
8 TRUSTEE, CHARLES HENRY SMALL
9 REVOCABLE LIVING TRUST C/O
10 CHARLES HENRY SMALL TRUSTEE,
11 CHARLOTTE SNOPKO MARITAL TRUST,
12 FRANK SNOPKO, CHARLOTTE SNOPKO
13 RESIDUAL TRUST, FRANK SNOPKO,
14 TONY CHAUDHRY, PAUL CHELEW,
15 CHRIS SHEERIN (DECEASED) AND
16 EVELYN SHEERIN 1984 TRUST, CHRIS
17 SHEERIN & EVELYN SHEERIN
18 TRUSTEES, CHRIS SHEERIN (DECEASED)
19 AND EVELYN SHEERIN 1990 TRUST,
20 CHRIS SHEERIN & EVELYN SHEERIN
21 TRUSTEES, CIBB INC. D/B/A JOHNSON
22 INVESTMENT INC. PENSION PLAN,
23 RONALD A. JOHNSON TRUSTEE, CLARA
24 M. CADIEUX MWDWS&SP, CLARA
25 CADIEUX, CLARA M. CADIEUX
26 MWDWS&SP, RICHARD & CLARA
27 CADIEUX, CURTIS CLARK, DONALD
28 CLARK, HAROLD CLARK, JACK CLARK,
ROSANNE CLARK, CLASSIC PLUMBING,
A NEVADA COMPANY, CLAWITER
ASSOCIATES, JOHN CLENDENING,
DOREEN CLENDENING, GEORGE COHAN,
LARRY COLBORN, LORETTA COLBORN,
COLBORN REVOCABLE LIVING TRUST,
LARRY E. COLBORN & LORETTA A.
COLBORN, COLLINS FAMILY TRUST
DATED 1/12/93 C/O SHIRLEY M. COLLINS
TRUSTEE, SHIRLEY COLLINS, THOMAS
R. CONWAY, VICTORIA C. CONWAY,
ALDON G. COOK, DEEDRA COOK,
HAROLD & JOYCE CORCORAN, SAM
COSTANZA, ELEANOR COUCH, HOWARD
CRAIG, FRANKYE CRAIG, GARETH
CRANER, JOAN CRITTENDEN, ARLINE
CRONK, LOYAL CROWNOVER, SHIRLEY
CUPP-DOE, CYNTHIA G. DAVIS LIVING
TRUST C/O CYNTHIA G. DAVIS TRUSTEE,
D. JOSEPH & LOUISE M. DOUCET 1989

1 TRUST DATED 3/30/89 C/O D. JOSEPH
2 DOUCET & LOUISE M. DOUCET
3 TRUSTEES, MAUREEN DACOSTA,
4 DEBORAH A. DANIEL, LESLIE DANIEL,
5 DENISE DANIEL, DANIEL & VIRGINIA
6 SALERNO FAMILY TRUST, DANIEL
7 SALERNO & VIRGINIA SALERNO
8 TRUSTEES, DANIEL D. NEWMAN TRUST
9 DATED 11/1/92, DANIEL D. NEWMAN
10 TRUSTEE, KAREN DANNER, DAR LIVING
11 TRUST DATED 2/12/03, DARLENE
12 HAMMOND TRUSTEE, ELLEN
13 DAUSCHER, ALEXANDRA DAUSCHER,
14 JULIAN DAUSCHER, OREN DAVENPORT,
15 DAVID A. KINGMAN #1, MARRICE DAVIS,
16 NANCY DAVIS, GLENN DAVIS, BUD
17 DAVIS, DAVIS YODER TRUST DATED
18 2/16/00, ROBERT J. YODER & NANCY R.
19 DAVIS TRUSTEES, PETER DE LUCA,
20 ROBERT DE RUFF, RICHMOND DEAN,
21 JEAN DEAN, TERRY DEBERRY, EDWARD
22 DEBOLT, SHARRON DEBOLT, GARY
23 DEMAINE, DENISE F. FAGER
24 REVOCABLE TRUST UNDER
25 AGREEMENT DATED 2/28/03 C/O DENISE
26 F. FAGER TRUSTEE, ANN R. DERY,
27 JAMES D. DERY, BILLY DENNY, DONNA
28 DENNY, DWAYNE DEUTSCHER,
MICHELLE DEUTSCHER, DUANE
DEVERILL, GEORGE DI GIOIA, TAMARA
DIAS, ERIC C. DISBROW MD, HELMUT
DOBECK, ELOISE DOBECK, ROBERT
DOBYNE, LEAH DOBYNE, LINDA DOERR,
FRANZ DOERR, MARK DOLGINOFF,
MICHAEL DONAHUE, GLENN DONAHUE,
CARRIE DONAHUE, DONALD P. CLARK
FAMILY TRUST, DONALD P. CLARK
TRUSTEE, ARTHUR DONALDSON, ALAN
DONDERO, PATTY DONDERO, DONNA
DUNN TRUST DATED 8/12/05 C/O DONNA
DUNN TRUSTEE, DONNA M. CANGELOSI
FAMILY TRUST, DONNA M. CANGELOSI
TRUSTEE, JOSEPH DOUCET, LOUISE
DOUCET, DAVID B. DOUTT, JOHNNIE
DOUTT, PANAGIOTIS DOVANIDOU,
DIMITRA DOVANIDOU, WILLIAM A.
DOWNEY, DANIEL T. DRUBIN, LAURA
DRUBIN, DONALD C. DUNBAR, WANDA

1 DUNBAR, DUNBAR REVOCABLE LIVING
2 TRUST DATED 11/21/98 C/O DONALD C.
3 DUNBAR & WANDA D. DUNBAR
4 TRUSTEES, ALAN DUNCAN, CAROLYN
5 DUNCAN, CHARLES DUNN, DONNA
6 DUNN, CAROL (SUE) DUNTON, FORD
7 DUNTON, WILLIAM DUPIN, PENNY
8 DUPIN, WAYNE DUTT, CYNTHIA DUTT,
9 MARY ANN EARP, MARY H. EARP,
10 ROBERT EARP, WILLIAM EASTLAND,
11 CAROL EASTLAND, MONICA EBAUGH,
12 GALE EBERT, ROBERT R. ECKER, KATHY
13 EDEN, JOHN EDEN, TINA EDEN, EDWIN
14 LOWELL HAUSLER JR. LIVING TRUST
15 DATED 1/3/92 C/O EDWIN LOWELL
16 HAUSLER JR. TRUSTEE, JOHN
17 EICHHORN, JILL EICHHORN, ELAN
18 REDDELL REVOCABLE LIVING TRUST
19 DATED 8/4/03, ELAN REDDELL TRUST,
20 ELEANOR L. ROGERS 1991 REVOCABLE
21 LIVING TRUST DATED 7/3/91 C/O
22 ELEANOR L. ROGERS TRUSTEE,
23 JONATHAN M. ELLER, CAROL A. ELLER,
24 DAVID ENRICO, BONNY ENRICO,
25 HAROLD EPSTEIN, CINDY ESSAFF,
26 ROBERT ESSAFF, EUGENE H. & NORMA
27 M. STOKES TRUST DATED 5/16/84 C/O
28 NORMA M. KERNER TRUSTEE,
LAMBERTO EUGENIO, SAMUEL EVANS,
BEVERLY EVANS, DANIEL EVERETT,
SANDRA EVERETT, JOHN EVERETT,
SAGRARIO EVERS, EDWARD EYRE,
CAROL EYRE, DENISE FAGER, BYRNE
FALKE, JR., BYRNE FALKE, SR., JANE
FALKE, MARGUERITE FALKENBORG,
THOMAS FALLON, JOSEPH FARRAH,
EMILY FARRAH, JULIA FARRAH,
THERESA M. FARRAH, FARRAH FAMILY
TRUST DATED 9/18/03 C/O JOSEPH A.
FARRAH & EMILY T. FARRAH TRUSTEE,
WILLIAM FAVRO, CAROL FAVRO, J.
FEENEY, JAMES FEENEY, MAUREEN
FEENEY, PATRICIA FERGUSON, ADAM
FETTERLY, LYNN FETTERLY, MELODY
FETTERLY, FETTERLY FAMILY TRUST
DATED 6/30/89 C/O LYNN L. FETTERLY &
MELODY A. FETTERLY TRUSTEES, ROY
FILKIN, DIANNA FILKIN, ARLENE J. FINE,

1 RONALD FINKEL, KAREN FINKEL,
2 BERNARD FINLEY, JACKLYN FINLEY,
3 FIRST SAVINGS BANK CUSTODIAN FOR
4 CAROL MORTENSEN KESLER, CAROL
5 MORTENSEN KESLER IRA, FIRST
6 SAVINGS BANK CUSTODIAN FOR DR.
7 JAMES W. FORSYTHE IRA, DR. JAMES W.
8 FORSYTHE, FIRST SAVINGS BANK
9 CUSTODIAN FOR JACK LA FLESCH IRA,
10 JACK LA FLESCH, FIRST SAVINGS BANK
11 CUSTODIAN FOR JOCELYNE HELZER
12 IRA, JOCELYNE HELZER, FIRST SAVINGS
13 BANK CUSTODIAN FOR LINDA S. REED
14 IRA, LINDA S. REED, FIRST SAVINGS
15 BANK CUSTODIAN FOR LINDSEY H.
16 KESLER IRA, LINDSEY H. KESLER IRA,
17 FIRST SAVINGS BANK CUSTODIAN FOR
18 LYNN FETTERLY IRA, LYNN FETTERLY
19 IRA, FIRST SAVINGS BANK CUSTODIAN
20 FOR MICHAEL REED IRA, MICHAEL T.
21 REED, FIRST SAVINGS BANK
22 CUSTODIAN FOR NANCY R. GILMOUR
23 IRA, NANCY R GILMOUR IRA, FIRST
24 SAVINGS BANK CUSTODIAN FOR
25 RANDY M. SANCHEZ IRA, RANDY M.
26 SANCHEZ IRA, FIRST SAVINGS BANK
27 CUSTODIAN FOR RICHARD L. CADIEUX
28 IRA, FIRST SAVINGS BANK CUSTODIAN
FOR RICHARD W. GILMOUR IRA,
RICHARD W. GILMOUR, FIRST SAVINGS
BANK CUSTODIAN FOR ROBERT G.
FULLER IRA, ROBERT G. FULLER, FIRST
SAVINGS BANK CUSTODIAN FOR
THEODORE E. KIEWICZ IRA, THEODORE
E. KIEWICZ IRA, FIRST TRUST COMPANY
OF ONAGA CUSTODIAN FOR DENNIS
MEDEIROS IRA, FISERV CUSTODIAN FOR
THE BENEFIT OF ED DAVIES IRA, ED
DAVIES, FISERV, CUSTODIAN FOR THE
BENEFIT OF ARLINE L. CRONK IRA,
ARLINE L. CRONK, EVELYN FISHER,
DONALD FLOOD, BETTY FLOOD,
TIMOTHY FOLENDORF, TAD
FOLENDORF, DR. JAMES W. FORSYTHE,
EARLENE M. FORSYTHE, FRANK
SNOPKO 1981 TRUST, FRANK SNOPKO,
JOHN FREDERICKSON, MICHELE
FREDERICKSON, HELEN C. FREEDUS,

1 MICHAEL FREEDUS, ERIC FREEDUS,
2 LINDA FREEDUS, DONALD FREY,
3 BARBARA FREY, ALAN B. FRIEDMAN,
4 ROBERT FULLER, THEODORE FULLER,
5 FULLER FAMILY FOUNDATION,
6 THEODORE J. & JOAN L. FULLER
7 TRUSTEES, FULLER FAMILY TRUST,
8 THEODORE J. & JOAN L. FULLER
9 TRUSTEES, G & L NELSON LP, GLENN
10 GABOURY, SHARON GABOURY, JERRY
11 GAGE, DARLENE GAGE, ANTHONY
12 GAMBELLO, ELIZABETH GAMBELLO,
13 PAUL GARCELL, CATHERINE GARLAND,
14 KELLI GARVEY, GARY & JOANN
15 SHEERIN FAMILY TRUST, GARY
16 SHEERIN & JOAN SHEERIN TRUSTEES,
17 GARY I. & BARBARA L. TRUST, GARY I.
18 MILLER & BARBARA L. MILLER
19 TRUSTEES, ALEX GASSIOT, GASTON
20 TRUST DATED 12/31/02 C/O TITAN
21 MANAGEMENT LTD. TRUSTEE, EVA
22 GEHLE, GEORGE A. DI GIOIA IRA,
23 GEORGE A. DI GIOIA, GEORGE HANEY,
24 STANLEY GERMAIN, DOROTHY
25 GERMAIN, DEAN GIBSON, JUNE GIBSON,
26 ELMER GILBERT, ELMER EUGENE
27 GILBERT JR., GILBERT MANUEL LIVING
28 TRUST DATED 1/3/92, GILBERT MANUEL,
NANCY GILMOUR, RICHARD GILMOUR,
GALE GLADSTONE-KATZ, JO M.
GLEDHILL, THOMAS H. GLOY, PHILLIP
GOFORTH, FRANCESCA GOFORTH,
NANCY GOLDEN, JACK GOLDENTHAL,
SYLVIA GOLDENTHAL, GOLDPLATED
LLC, MARY ANN HAROUFF MANAGER,
SYLVIA GOOD, RACHELLE GOODNESS,
LYNELLE GOODREAU, MICHAEL JOHN
GOODWIN, THEODORA GOTTWALD,
GLENN GRAF, WILLIAM GRAHAM,
WILTA GRAHAM, SARAH A. GRANT,
THOMAS GRAY, GAIL GRAY, ROBERT
GRAY, GREGORY GRIFFITH, DIANNE
GRIFFITH, ALAN GROH, GSL
INVESTMENTS LLC, TOBY A. GUNNING,
BARBARA L. GUNTHER, CARL HAGEN,
KELLEY M. HAINS, JAMIE K. HAINS,
THOMAS HALVORSON, JOANNE
HALVORSON, DARLENE HAMMOND,

1 LARRY HANAN, JOHN A. M. HANDAL,
2 GEORGE HANEY, EDWIN HANSEN,
3 RACHEL HANSEN, CHRISTIAN HANSEN,
4 DWIGHT W. HAROUFF, MARY ANN
5 HAROUFF, SUZE HARRINGTON, THOMAS
6 HARRISON, MARGUERITE HARRISON
7 ,RAYMOND E. HARSHMAN, MARGARET
8 E. HARSHMAN, KAY HART, RODERICK
9 HARVEY, PAULINE HARVEY, KEVIN
10 HASELHORST, ROBERTA HATFIELD,
11 EDWIN HAUSLER, JR., STEPHEN
12 HAWLEY, SIDNEY HAWLEY, ROLAND
13 HEARN, RISA HEARN, MICHAEL
14 HEFFNER, BARBARA HEFFNER, DENNIS
15 E. HEIN, DON HELLINGS, JOCELYNE
16 HELZER, OLIVER HENRY, ALLEN HERD,
17 MARILYN HERD, HERD FAMILY TRUST
18 DATED 4/23/90, ALLEN HERD AND
19 MARILYN HERD, TRUSTEES, JANICE
20 HERGERT, DONALD HERMANN, NANCY
21 HERMANN, ALLAN HERNDOBLER, SUE
22 HERNDOBLER, DONALD L. HESS,
23 CHRISTINA L. HESS, LARRY HIGGINS,
24 DIANA HIGGINS, EDWARD O. HIGH,
25 MARILYN HILBORN, WILLIAM J.
26 HINSON, JR., WILLIAM HINSON, JR.,
27 JAMES HODGSON, CYNTHIA HODGSON,
28 RICHARD AND MARSHA HOLEYFIELD,
MILA HORAK, MONICA M. HRUBY,
HILARY HUFFMAN, CYNTHIA HUFFMAN,
HUFFMAN FAMILY TRUST DATED
5/28/98, C/O HILARY A. HUFFMAN &
CYNTHIA L. HUFFMAN TRUSTEES,
RODNEY AND CATHRYN HULSE, TODD
AT HUMPHREY, RODNEY HUPPI,
VIRGINIA HUPPI, YELENA V. ILCHUCK,
MARC INGMAN, INGRID A.
RUTHERFORD FAMILY TRUST DATED
7/8/99 C/O INGRID A. RUTHERFORD
TRUSTEE, JAMES H. LIDSTER FAMILY
TRUST DATED 1/20/92, C/O JAMES H.
LIDSTER & PHYLLIS M. LIDSTER
TRUSTEES, JANET P. JOHNSON LIVING
TRUST DATED 7/15/04 C/O JANET P.
JOHNSON & CHARLES E. JOHNSON
TRUSTEES, JANICE A. LUCAS IRA,
JANICE JANIS, JAYEM FAMILY LP, JEAN
G. RICHARDS TRUST DATED 9/30/99 C/O

1 JEAN G. RICHARDS TRUSTEE, JEAN H.
2 MURRAY SEPARATE PROPERTY TRUST
3 DATED 9/12/02, JEAN H. MURRAY, JON
4 JENSEN, PAUL JENSEN, TAMARA
5 JENSEN, JOHN J. MAGUIRE & DIANE M.
6 MAGUIRE LIVING TRUST 8/4/00 C/O JOHN
7 J. MAGUIRE & DIANE M. MAGUIRE
8 TRUSTEES, JOHN MANTER & NANCY K.
9 MANTER LIVING TRUST, C/O JOHN P. &
10 NANCY K. MANTER TRUSTEES,
11 MARILYN C. JOHNSON, BEULAH
12 JOHNSON, CHARLES E. JOHNSON, JANET
13 P. JOHNSON, MARILYN JOHNSON,
14 RONALD JOHNSON, SUSAN JOHNSON,
15 JONATHAN M. ELLER INC., JOY
16 INVESTMENT INC., TONY CHAUDHRY,
17 JULIA FARRAH REVOCABLE LIVING
18 TRUST DATED 10/8/92, JOSEPH FARRAH,
19 MICHAEL FARRAH JR. & NICHOLAS
20 FARRAH, JWB INVESTMENTS, INC.,
21 RONALD KANTOR, RUTH KANTOR,
22 CHARLES KASTLER, MARGARET
23 KASTLER, CURTIS KASTLER, JONATHAN
24 KATZ, WILLIAM KAYSER, KRISTIE
25 KAYSER, AIMEE KEARNS, ARTHUR
26 KEBBLE, THELMA KEBBLE, DAVID
27 KELLEY, MARSHALL KENDALL,
28 KENNETH W. KOERWITZ & JAN CASE
KOERWITZ FAMILY TRUST, C/O
KENNETH W. KOERWITZ & JAN CASE
KOERWITZ, MELVIN KERNER, KERNER
REVOCABLE TRUST B DATED 3/16/81 C/O
MELVIN W. KERNER TRUSTEE, LINDSEY
KESLER, C K KHURY, KIM FINANCIALS
LLC, KIRKHAM & SANGINITI TRUST
DATED 2/29/96 C/O LAWRENCE A.
KIRKHAM & KATHLEEN B. SANGINITI
TRUSTEES, KIWI-NEVADA LP, OTHMAR
KLAY, CHRISTINE KLAY, KLAY LIVING
TRUST DATED 7/11/90 C/O OTHMAR
KLAY & CHRISTINE KLAY, WALTER
KLEVAY, GAIL KLEVAY, BERNARD
KLOENNE, GREGOR KLOENNE, OTILLA
KLOENNE, KM FINANCIALS LLC, CAROL
MORTENSEN KESLER & LINDSEY
KESLER, KM GROUP A NEVADA
GENERAL PARTNERSHIP C/O AIMEE
KEARNS MANAGING PARTNER, KM

1 TRUST C/O AIMEE KEARNS TRUSTEE,
2 MARCIA KNOX, JERRY KOERWITZ,
3 SHARON L. KOERWITZ, KENNETH
4 KOERWITZ, JAN CASE KOERWITZ,
5 LOUISE KOLBERG, HARVEY
6 KORNHABER, STEPHEN KOWALSKI,
7 ARTHUR KRISS, RICHARD N. KRUPP,
8 KRUPP FAMILY TRUST, RICHARD N.
9 KRUPP, WENDY KWONG, ANNA
10 LACERTOSA, MARIE LACERTOSA, DINA
11 LADD, JOSEPH B. LAFAYETTE,
12 CATHERINE D. LAFAYETTE, JACK
13 LAFLESCH, NORMA LAMB-GROVES,
14 LORETTA LAMONT, WHITNEY LAUREN,
15 PAULA LAWSON, LINDA LEBLANC,
16 GENE LEBLANC, EMILY LEE, JOHN LEE,
17 TRACY LEE, MILTON LEHART, JAMES
18 LEHR, JULIE LEHR, LARRY LEHRMANN,
19 KATHLEEN LEHRMANN, NIENKE A. LEIS-
20 HOHMANN, BRUCE LEMAR, WILLIAM
21 LENHART, ROBERT LEVY, RENEE LEVY,
22 JAMES LIDSTER, PHYLLUS LIDSTER,
23 PATRICIA R. LIETZ, LINDSEY H. KESLER
24 FAMILY TRUST, MILDER KESLER &
25 LINDSEY H. KESLER TRUSTEES, PAUL
26 LINNEY, DAVID G. LIVINGSTON, ERLINA
27 M. LIVINGSTON, IVAN LOEBS, DEBRA
28 LOMAX, POMPEO JULIAN LOMBARDI,
RICHARD LOUGHLIN, ROBERTA
LOUGHLIN, LOUGHLIN FAMILY TRUST,
RICHARD J. LOUGHLIN & ROBERTA A.
LOUGHLIN TRUSTEES, LOUIS H. &
SHIRLEY M. TURNER FAMILY TRUST
DATED 9/9/97 C/O LOUIS H. & SHIRLEY
M. TURNER TRUSTEES, LOUISE ALPORT
KOLBERG REVOCABLE TRUST, LOUISE
A. KOLBERG TRUSTEE, LOUISE TEETER
IRA, HENRI LOUVIGNY, MARCELLE
LOUVIGNY, JANICE LUCAS, HERBERT
LUM, JOHN M. LUONGO, GLORIA
LUONGO, STEPHANIE LUONGO,
WILLIAM O. LURTZ, SUSIE LURTZ,
SCOTT MACHOCK, HEIDI MACHOCK,
EUGENE MACHOCK, DIANNE MACHOCK,
JOSETTE MADLAMBAYAN, ROGIE
MADLAMBAYAN, STUART MADSEN, AL
MAESTRI, JOHN MAGUIRE, DIANE
MAGUIRE, BARBARA MALKOFF, JOHN

1 MALLIN, THERESA MALLIN, MICHAEL
2 MALONEY, JO ANN MALONEY, MORRIS
3 MANSELL, JOHN MANTER, NANCY
4 MANTER, GILBERT MANUEL, CHARLES
5 MARADEN, JEAN MARADEN,
6 MARGARET M. CANGELOSI FAMILY
7 TRUST, MARGARET M. CANGELOSI
8 TRUSTEE, MARILYN C. JOHNSON LIVING
9 TRUST DATED 10/5/99 C/O MARILYN C.
10 JOHNSON TRUSTEE, LILY MARKHAM,
11 IRENE (TAFOYA) MARKHAM, ALAN
12 MARKUS TRENA MARKUS, MONIQUE
13 MARKWELL, TERRY MARKWELL,
14 CHRISTIANE MARKWELL, MARKWELL
15 FAMILY TRUST, CHRISTIANE
16 MARKWELL & TERRY MARKWELL
17 TRUSTEES, J. V. MARRONE, VR
18 MARRONE, REBA MARRONE, ANN
19 MARSDEN, DON MARSHALL, JERROLD
20 MARTIN, JAMES MARTIN, LOUIS
21 MASSRY, SANDRA MASTERS GLADYS
22 MATHERS, EDDIE MAYO, JOHN
23 MCAFFEE, JENNIFER MCAFFEE, ALICIA
24 MCBRIDE, MARLON MCBRIDE, JAMES
25 MCCONNELL, MAUDRENE MCCONNELL,
26 MICHAEL T. MCGRATH, JAMES
27 MCKNIGHT, PHILLIP E. MCMULLIN,
28 ROSEMARIE L. MCMULLIN, WILLIAM
MCQUERRY, JOANN MCQUERRY, ROBIN
MCQUOWN, BRIAN MCQUOWN, HARVEY
MCSHAFFREY CHRISTINA
MCSHAFFREY, RUDY MCTEE, SHARON
MCTEE, DENNIS MEDEIROS, L. K.
MEDEIROS MARINA MEHLMAN, TERI L.
MELVIN, DON D. MEYER, ALAIN
MICHAEL, DAWN LEVY MICHAEL, GREG
MILANO, JANE MILANO, KATHLEEN A.
MILLER, GARY MILLER, BARBARA
MILLER, STEVE MILLER, KAREN
MILLER, WAYNE MILLER, KATHRYN
MILLER, DOUGLAS MINTER, ELIZABETH
MINTER, MINTER FAMILY 1994 TRUST
C/O DOUGLAS MINTER & ELIZABETH
MINTER TRUSTEES, MINTER
INVESTMENT LP, MARILYN MOLITCH,
MATTHEW MOLITCH, DR. JANA
MOLVAN, MONIGHETTI INC., RONALD
MONTESANO, HAROLD MOODY, MARY

1 MOODY, RAYMOND C. MOORE, ROSE
2 MOORE, ALMA MOORE, ARTHUR
3 MOORE, ERNEST J. MOORE, WILLIAM
4 MORGAN, DONNA MORGAN, MORRIS
5 MANSELL IRA, CAROL MORTENSEN,
6 PAULIUS MOSINSKIS, MUKS REALTY
7 LLC, DANNIE R. MURPHY, DENISE
8 MURPHY, ELIZABETH R. MURPHY,
9 RICHARD MURPHY, VIRGINIA MURPHY,
10 JEAN MURRAY, MURRAY TRUST C/O
11 AIMEE KEARNS TRUSTEE, WALTER AND
12 BARBARA MUSSO, MUSSO LIVING
13 TRUST DATED 11/30/92 C/O WALTER
14 MUSSO & BARBARA MUSSO, NANCY R.
15 DAVIS DEFINED BENEFIT PLAN, NANCY
16 R. DAVIS, DOMINIQUE NAYLON, CARLA
17 NEILAN, JAMES NELSON, GLORIA
18 NELSON, NELSON & VIRGINIA
19 CHARDOUL TRUST DATED 10/7/9L, C/O
20 NELSON & VIRGINIA CHARDOUL
21 TRUSTEES, RICHARD NEVINS, MICHELE
22 NEVINS, DANIEL NEWMAN, DAVID
23 NEWMAN, SANDRA NEWMAN, FRED
24 NEWMAN, LARRY NEWMAN, ELSIE
25 NEWMAN, NEWMAN FAMILY TRUST
26 DATED 9/30/97 C/O LARRY J. NEWMAN &
27 ELSIE D. NEWMAN TRUSTEES, MARVIN
28 NICOLA, ALLEN NIRENSTEIN, DOROTHY
NIRENSTEIN, PAULA NORDWIND,
NORMA LAMB GROVES TRUST, NORMA
LAMB GROVES TRUSTEE, NORSCOTT
FINANCIAL CORP., JEWELL NOVAK,
STANLEY NOVARA, THOMAS NUCKOLS,
JOANNE NUCKOLS, JOANN NUNES,
OLGA O'BUCH, JOHN O'RIORDAN,
SONHILD O'RIORDAN, PATRICK E.
O'SULLIVAN, SOON Y. O'SULLIVAN,
HENRY OBERMULLER, MENGIA
OBERMULLER, THE O'BRIENS, WILLIAM
W. OGREN, BETTY R. OGREN, ROBERT
OGREN, JOHN OKITA, OLGA O'BUCH
TRUST DATED 5/28/98, C/O OLGA O'BUCH
TRUSTEE, ALFRED OLSEN JR., GAIL B.
OLSEN, VERNON OLSON, PAUL OLSTER,
ADRIAN J.R. OOSTHUIZEN, ORBAN H.
REICH TRUST DATED 12/27/00 C/O
ORBAN H. REICH TRUSTEE, VESLAV
ORVIN, AARON OSHEROW, PAUL OSTER,

1 WILLIAM OVCA, HAROLD PALS,
2 EDWARD PANYREK, JOAN PANYREK,
3 CYNTHIA PARDEE, CHARLES PARKER,
4 MARY JANE PARKER, LEXEY PARKER,
5 JOYCE PATTERSON-ROGERS,
6 PATTERSON-ROGERS FAMILY 2001
7 TRUST DATED 9/5/01 C/O ROBERT C.
8 PATTERSON-ROGERS & JOYCE
9 PATTERSON-ROGERS, ROBERT PECH,
10 JUDITH PECH, JENNIFER COLE PEELE,
11 PEELE BYPASS TRUST DATED 2/10/87 C/O
12 JENNEFER C. PEELE TRUSTEE, PEELE
13 SPOUSAL TRUST DATED 2/10/87 C/O
14 JENNEFER C. PEELE TRUSTEE, PENSCO
15 TRUST COMPANY INC. FBO ROBERT
16 WILLIAM ULM IRA #UL006, ROBERT W.
17 ULM, DANIEL PERESLETE, ERIC
18 PERLMAN, KATHERINE PERLMAN,
19 ROBERT PERLMAN, LYNN PERLMAN,
20 TAMARA PERLMAN, PERLMAN
21 INVESTMENT PARTNERS, LP, PETER
22 VALVE CO., INC., ANDREW PETERSON,
23 SHARON PETERSON, ROBERT PHILLIPS,
24 STEPHEN PHILLIPS, FRANCES PHILLIPS,
25 HOLLY PICKEREL, DONALD PINSKER,
26 SHERRYL PINSKER, PATRICIA PONTAK,
27 SHELDON PORTMAN, MARION
28 PORTMAN, CLAIR POTTER, MARTHA
POTTER, ANTHONY PRESCIA, NANCY
PRESCIA, PRESCIA FAMILY TRUST,
ANTHONY PRESCIA & NANCY PRESCIA
TRUSTEES, PRESWICK CORP., NORMAN
PRINS, CHARLENE PRINS, CAROL
PRUNER, EMMELINE PUNSALAN,
RUSSELL QUINN, MARION QUINN, R. L.
ALLGEIER FAMILY TRUST, ROBERT L.
ALLGEIER & DONNA L. ALLGEIER,
DENNIS RAGGI, MICHELE RAGGI,
RICHARD RAKER, RANDY SANCHEZ IRA,
GORDON RAY PHILLIPS, CHRISTINA
REALE, FRANK REALE, LAUREN REALE,
ELAN REDDELL, DONALD JAYLYLE
REDMON, MICHAEL REED, LINDA REED,
NOEL REES, MARY ANN REES, WILLIAM
LEE REEVES, ANNEMARIE REHBERGER,
MICHAEL REHBERGER, JEANA
REHBERGER, REHBERGER FAMILY
TRUST DATED 6/17/92 C/O ANNEMARIE

1 REHBERGER TRUSTEE, THOMAS REHN,
2 ORBAN H. REICH, LINDA C. REID, RENO
3 AERONAUTICAL DEFINED BENEFIT
4 PENSION PLAN, RICHARD R. TRACY
5 TRUSTEE, MICHAEL H. RICCI, RICHARD
6 M. RAKER LIVING TRUST DATED 3/18/98
7 C/O RICHARD M. RAKER TRUSTEE,
8 RICHARD R. TRACY, URSULA W. TRACY,
9 JEAN RICHARDS, RICHARD RICHERT,
10 JEAN RICHERT, THOMAS RIEDMAN,
11 LARRY RIEGER, PATSY RIEGER, RACHEL
12 RIEHLE, RIGGS TRUST DATED 6/11/90,
13 FRANCIS DONALD RIGGS JR., FRANCIS
14 DONALD RIGGS, JR., CECIL E. RIORDAN,
15 BARBARA RIORDAN, JOSEPH RIZZUTO,
16 DOROTHY RIZZUTO, CASANDRA
17 ROBBINS, ROBERT G. FULLER TRUSTEE
18 OF THE RGF REVOCABLE TRUST,
19 ROBERT G. FULLER TRUSTEE, ROBERT J.
20 YONDER DEFINED BENEFIT PLAN,
21 ROBERT J. YODER, ROBERT L. OGREN
22 TRUST DATED 6/30/92 (ACCT #2) C/O
23 ROBERT L. OGREN TRUSTEE, ROBERT L.
24 OGREN TRUST DATED 6/30/92 C/O
25 ROBERT L. OGREN TRUSTEE, ROBERT L.
26 OGREN TRUST DATED 6/30/92 C/O
27 ROBERT L. OGREN TRUSTEE ACCT #3,
28 ROBERT W. HEINSOHN & PHYLLIS A.
HEINSOHN TRUST C/O ROBERT W. &
PHYLLIS A. HEINSOHN TRUSTEES,
ROCKLIN/REDDING LLC, ROBERT
RODRIGUEZ, AUDREY ROE, REBECCA
ROGER, JAMES WILLIAM ROGERS,
ELEANOR ROGERS, REBECCA ROGERS,
SAUL ROISENTUL, ILENE ROISENTUL,
ROISENTUL FAMILY TRUST, SAUL
ROISENTUL & ILENE ROISENTUL
TRUSTEES, CRAIG ROMMEL, ANN MARIE
ROMMEL, ROSALIND L. STARK POA FOR
FREDA COHEN, FREDA COHEN,
ROSEANNE CLARK REVOCABLE TRUST,
ROSEANNE CLARK TRUSTEE, DAVID
ROSNER, LEE ROTCHY, THALIA
ROUTSIS, ROBERT ROWLEY, KATHLEEN
ROWLEY, PHILLIP RULON, SHIRLEY
RULON, INGRID RUTHERFORD, BURTON
SACK, GREGORY SAK, JANA SAK,
DANIEL SALERNO, VIRGINIA SALERNO,

1 ANNE F. DI SALVO, RANDY SANCHEZ,
2 SHARON SANCHEZ, SANCHEZ LIVING
3 TRUST DATED 10/13/03 C/O RANDY M.
4 SANCHEZ & SHARON SANCHEZ
5 TRUSTEES, LAWRENCE SANGINITI,
6 KATHLEEN SANGINITI, HOLLIS
7 SAULSBERRY, EDWARD SCHEIDEGGER,
8 ARTHUR SCHNITZER, LYNN SCHNITZER,
9 SCHNITZER LIVING TRUST, ARTHUR
10 SCHNITZER & LYNN SCHNITZER,
11 EDWARD SCHOONER, SUSAN
12 SCHOONER, KENNETH B. SCHULZ,
13 MARY KAY BRYAN-SCHULZ, SCHWARTZ
14 & EARP JOINT VENTURE, SECURE
15 RETIREMENT TRUST B, LARRY APIGIAN
16 & LEONA APIGIAN, NANCY SERINO,
17 RONALD SHACKELFORD, ROBERT
18 SHAPIRO, LEE SHAPIRO, CHRIS SHARP,
19 TERI SHARP, EVELYN SHEERIN, GARY
20 SHEERIN, JOANN SHEERIN, SHEERINS
21 INC., A NEVADA CORPORATION, JOANN
22 SHEERIN PRESIDENT, ALTHEA F. SHEF,
23 SHELDON & MARION G. PORTMAN
24 TRUST DATED 11/01/85, SHELDON
25 PORTMAN & MARION G. PORTMAN
26 TRUSTEES, PHILLIP E. SHELTON, LESLIE
27 SIGGSSIGGS, ROBERT SIKORSKI, ALAN
28 R. SIMMONS, JUDITH B. SIMMONS,
SIMMTEX, INC., ALAN SIMON, CAROL
SIMON, SIMON FAMILY TRUST 2000 C/O
ALAN SIMON & CAROL SIMON
TRUSTEES, SKIP AND MARY HAROUFF
TRUST DATED 12/5/95, MARY ANN
HAROUFF TRUSTEE, SONDR
SKIPWORTH, CHARLES SMALL,
RICHARD L. SMALL, JACQUELINE
SMALL, TODD SMITH, JUNE SMITH,
DONALD SMITH, FRANCES SMITH,
RAYMOND SMITH, MARGARET SMITH,
ROBERT SMITH, TERRYLIN SMITH,
FRANK SNOPKO, HERBERT
SONNENKLAR, NORMA SONNENKLAR,
FRANCESCO SORO, DAVID A. SOUZA,
ELIZABETH M. SOUZA, SOVEREIGN
CAPITAL ADVISORS, LLC (STAN TARA),
ROBERT & BARBARA SPECKERT,
SPECTRUM CAPITAL LLC, DWIGHT SPER,
BONNIE SPER, DONALD SPRING,

1 EVELYN SPRING, CAROL SQUICCI,
2 ARNOLD STAIRMAN, ROSALIND STARK,
3 STARK FAMILY TRUST, ROSALIND L.
4 STARK TRUSTEE, RONALD STARR,
5 GLORIA STARR, STATER FAMILY LTD.
6 PARTNERSHIP, ATHANASIA STEIN, JAY
7 STEIN, MICHAEL STEWART, MARY JUDE
8 STEWART, EUGENE STOKES, NORMAN
9 STOKES, STSK INVESTMENTS LLC,
10 JAMES SUPPLE, ROBERT SUSSKIND,
11 LELAND SWANSON, LENA SWANSON,
12 DONALD SWEZEY, BEVERLY SWEZEY,
13 GEORGE SWILLEY, LOUIS SWILLEY,
14 VIRGINIA SWILLEY, DAVID TAMMADGE,
15 JOHN TAYLOR, JOY TAYLOR, KERRY
16 TAYLOR, JOYCE TAYLOR, LOUISE
17 TEETER, NORMAN TEETER, ROBERT
18 TEETER, ROGER G. TEETER, LAWRENCE
19 TENGAN, LORRAINE TENGAN, TERRY
20 MARKWELL PROFIT SHARING PLAN
21 AND TRUST, TERRY MARKWELL
22 TRUSTEE, THALIA ROUTSIS FAMILY
23 TRUST DATED 7/24/90, THALIA ROUTSIS,
24 THE BENZ FAMILY TRUST DATED 7/14/95
25 C/O BERNARD D. BENZ & MARGARET W.
26 BENZ, THE DAVID A. GEAN TRUST
27 DATED 4/3/92 C/O MARSHALL KENDALL
28 TRUSTEE, THE HAROUFF CHARITABLE
REMAINDER TRUST DATED 9/5/96, MARY
ANN HAROUFF TRUSTEE, THE PAULA
NORDWIND & AARON NORDWIND 2001
REVOCABLE TRUST, AARON NORDWIND
& PAULA NORDWIND TRUSTEES, THE
ROBERT WILLIAM ULM LIVING TRUST
DATED 4/11/05, ROBERT W. ULM
TRUSTEE, THE SCHOONER FAMILY
TRUST, EDWARD L. & SUSAN A
SCHOONER TRUSTEES, GARY
THIBAUT, SANDRA THIBAUT,
THOMAS REHN IRA, WILMA JEAN
THOMPSON, GREGORY THOMPSON,
DEBRA THROWER, BOB THROWER,
PATRICIA LEE TIEDE, TIKI INVESTMENT
ENTERPRISES LP, TITAN MANAGEMENT
LTD, NEIL TOBIAS, JOSEPH TOBIAS,
LESLEIGH TOLIN, TOD GARY TOLIN,
JAMES G. TON, DOROTHY TON, GERRY
KEVIN TOPP, GARY TOPP, RICHARD

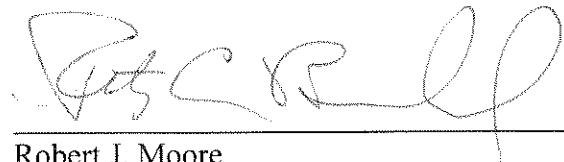
1 TRACY, URSULA TRACY, RORY
2 TRIANTOS, CAROL TRIPP, JOHN TRIPP,
3 WALTER TRIPP, WARREN W. TRIPP,
4 TRIPP ENTERPRISES INC., TRIPP
5 ENTERPRISES INC. RESTATED PSP C/O
6 WARREN W. TRIPP TRUSTEE, GARY
7 TUCKER, LINDA TUCKER, DARLENE
8 TURNER, LOUIS TUCKER, SHIRLEY
9 TURNER, PAUL TURNER, CAROL
10 TURNER, ROBERT TURNER, NANCY
11 TURNER, MARK TYSSSELING, SHARON
12 TYSSSELING, ROBERT ULM, UNIVERSAL
13 MANAGEMENT, TONY CHAUDHRY,
14 LLOYD VAN SICKLE, ROY R. VENTURA
15 JR., NANCY B. VENTURA, MARSHA
16 VIEIRA, MELODY VIOLET, DONALD
17 VIRTS, PATRICIA VIRTS, KIP VIRTS,
18 MELISSA VIRTS, VIRTS REVOCABLE
19 LIVING TRUST C/O DONALD E. VIRTS &
20 PATRICIA VIRTS TRUSTEES, MARIETTA
21 VOGLIS, GUNTER VOLPEL, CHRISTIANE
22 VOLPEL, VOLPEL TRUST DATED 2/2/96
23 C/O GUNTER VOLPEL & CHRISTIANE
24 VOLPEL TRUSTEES, W. E. BUCK FAMILY
25 TRUST DATED 7/02/87 C/O WILLIAM E.
26 BUCK & ELENOR F. BUCK, JOHN WADE,
27 MARLENE WADE, DAVID C. WAHL,
28 MARGARET A. WAHL, WALD FINANCIAL
GROUP, INC., WILLIAM C. WALLACE,
PATRICIA M. WALLACE, ANNA
WALLACE, BRUCE WALLACE, JOSEPH
WALLS, ELLEN WALLS, WILLIAM
WARWICK, VIRGINIA WARWICK,
DELBERT & MARY WATKINS, JOHN &
COLLEEN WEAVER, PATRICIA ANN
WEBBER, WEBBER FAMILY TRUST
DATED 10/31/89, HEINRICH RICHARD
WEBER, BRIGITTE S. WEBER, ARDIS
WEIBLE, DEAN WEIBLE, J. J. WELLS,
CONNIE WESTBROOK, AUDREY
WHIGHTSIL, H. DANIEL WHITMAN,
WHITNEY H. LAUREN FAMILY TRUST
DATED 3/5/98 C/O WHITNEY H. LAUREN
TRUSTEE, EUGENE WIEHE, LYNN
WILKELIS, BARTON WILKINSON,
DIANNA WILKINSON, HAROLD
WILLARD, BEVERLY WILLARD, JOHN L.
WILLIS JR., RODNEY L. WINDLE, ANN

1 WINDLE, ALBERT WINEMILLER, DEBRA
2 WINEMILLER, RUDOLF WINKLER,
3 CARMEL WINKLER, WINKLER FAMILY
4 TRUST, RUDOLF F. WINKLER & CARMEL
5 WINKLER, DORIS WINTER, CRAIG R.
6 WISCH, RICHARD WOOD, ROBERT
7 WOODS, WOODS FAMILY TRUST,
8 ROBERT D. WOODS & LOUISE D. WOODS
9 TRUSTEES, RALPH WORTHING,
10 MARYANNE WORTHING, KENNETH
11 WYATT, PHYLLIS WYATT, NEIL A.
12 XAVIER, JOY E. XAVIER, NELL XAVIER,
13 JOSEPHINE XAVIER, YANKEE HOLDINGS
14 LLC, ROBERT YODER, DWIGHT YODER,
15 NANCY YODER, JUDY S. YOUNG,
16 RICHARD S. YOUNGE, BEVERLY J.
17 YOUNGE, JOSEPH G. ZAPPULLA, CAROL
18 A. ZAPPULLA, ZAWACKI A CALIFORNIA
19 LLC, EVO ZEPPONI, BILLIE ZEPPONI,
20 ANTHONY J. ZERBO, MARSHALL R.
21 ZERBO, FRANZ ZIMMER, and TERRY
22 ZIMMERMAN,

Defendants.

1 **PLEASE TAKE NOTICE** that, pursuant to Federal Rule of Bankruptcy
2 Procedure 7041 and Federal Rule of Civil Procedure 41(a)(1), Compass USA SPE LLC, a
3 Delaware limited liability company, Compass Financial Partners LLC, a Nevada limited liability
4 company, and Compass Financial Partners LLC, a Delaware limited liability company, the
5 plaintiffs in the captioned adversary proceeding styled Adv. No. 07-01105-LBR (the "Action"),
6 hereby dismiss defendant USA Capital First Trust Deed Fund, LLC from the Action without
7 prejudice.

8
9 Dated: August 15, 2007
10 New York, New York



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Tyson M. Lomazow
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LLP
1 Chase Manhattan Plaza
New York, NY 10005
Telephone No.: (212) 530-5367
Facsimile No.: (212) 822-5367

and

Peter Bernhard (State Bar No. 734)
Georganne W. Bradley (State Bar No. 1105)
Bullivant Houser Bailey PC
3980 Howard Hughes Parkway, Suite 550
Las Vegas, Nevada 89169
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Facsimile No.: (702) 650-2995

Counsel for Plaintiffs